

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF HOWARD & HOWARD  
ATTORNEYS, P.C. AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("HOWARD & HOWARD RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Howard & Howard Attorneys, P.C. ("H&H") as special intellectual property counsel to the Debtors; and upon the Affidavit of William H. Honaker, sworn to November 17, 2005, in support of the Application (the "Honaker Affidavit"); and this Court being satisfied with the representations made in the Application and the Honaker Affidavit that H&H does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which H&H is to be employed, and that H&H's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of H&H as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective the Petition Date, October 8, 2005.

3. H&H shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, H&H shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
January 3, 2006

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE